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RECORDATION NO. 17913-J FILED

APR 27 '01 2:52 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

April 27, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Trust Indenture Supplement No. 3 (GATC Trust No. 92-1B), dated March 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 92-1B) which was previously filed with the Commission under Recordation Number 17913.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Indenture Trustee: Bank One Trust Company, NA  
One First National Plaza  
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is:

Railcar GACX 057258 is being replaced by GACX 056878.

April 27, 2001

**TRUST INDENTURE SUPPLEMENT NO. 3**  
**(GATC Trust No. 92-1B)**

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SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 3 (GATC Trust No. 92-1B), dated March 26, 2001, (this "Indenture Supplement") of Wilmington Trust Company, not in its individual capacity but solely as trustee the ("Owner Trustee") under the Trust Agreement (GATC Trust No. 92-1B, dated as of July 1, 1992 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and Norwest Bank Minnesota, N.A., as Owner Participant;

## WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GATC Trust No. 92-1B) dated as of July 1, 1992 (the "Indenture"), between the Owner Trustee and Bank One Trust Company, NA as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe any Replacement Unit by having attached thereto a copy of the Lease Supplement relating to such Replacement Unit, and shall specifically mortgage such Replacement Unit to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Replacement Unit described in the copy of the Lease Supplement of even date herewith attached hereto and made a part hereof.

NOW, THEREFORE, in order to secure the prompt payment of the principal of and premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture for the benefit of the holders of the Equipment Notes and in the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, a security interest in and mortgage lien on all right, title and interest of the Owner Trustee in and to the property comprising the Replacement Unit described in the copy of the Lease Supplement attached hereto, and (ii) has sold, assigned, transferred and set over, a security interest in and mortgage lien on all of the right, title and interest of the Owner Trustee under, in and to the Lease Supplement of even date herewith (excluding, however, any rights to Excepted Property thereunder), referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

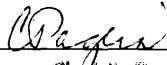
This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

The terms used herein are used with the meanings specified in the Indenture.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

By:   
Name: Charlotte Paglia  
Title: Senior Financial Services Officer

Bank One Trust Company, NA  
as Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

The terms used herein are used with the meanings specified in the Indenture.

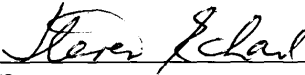
AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

Bank One Trust Company, NA  
as Indenture Trustee

By:   
Name: STEVEN E. CHARLES  
Title: Vice President

State of Delaware           )  
  ) SS  
County of New Castle       )

On this 18<sup>th</sup> day of April, 2001, before me personally appeared  
**Charlotte Paglia** to me personally known, who being by me duly sworn, say that he is  
Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such  
date on behalf of said corporation by authority of its Board of Directors, and he  
acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.

  
Notary Public

SEAL  
My Commission Expires:  
**KAREN STANETTE NEWSON**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires June 28, 2001

State of Illinois           )  
  ) SS  
County of Cook           )

On this \_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared  
\_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is  
\_\_\_\_\_ of Bank One Trust Company, NA, that said instrument was signed on  
such date on behalf of said corporation by authority of its Board of Directors, and he  
acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.

\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

State of Delaware                    )  
  )  SS  
County of New Castle                )

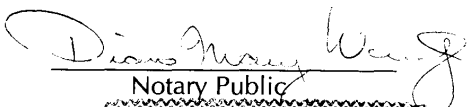
On this \_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

State of Illinois                    )  
  )  SS  
County of Cook                    )

On this 12 day of April, 2001, before me personally appeared STEVEN E. CHARLES to me personally known, who being by me duly sworn, say that he is Vice President of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public



SEAL  
My Commission Expires:

Mr. Vernon A. Williams  
April 27, 2001  
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A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 3 (GATC Trust No. 92-1B), dated March 26, 2001, between Wilmington Trust Company, Owner Trustee, and Bank One Trust Company, Indenture Trustee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bjg  
Enclosures